

OCT 01 '08

3:19 PM

**LAW OFFICES OF  
LOUIS E. GITOMER****SURFACE TRANSPORTATION BOARD**LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NETTHE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

October 1, 2008

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment One to Memorandum of Amended and Restated Security Agreement, a secondary document, dated as of September 29, 2008. The primary document to which this is connected is recorded under Recordation No. 26201. We request that the copy of this document be recorded under Recordation No. 26201-D.

The names and addresses of the parties to the Amendment One to Memorandum of Amended and Restated Security Agreement are:

Borrower:

Trinity Rail Leasing Trust II  
2525 Stemmons Freeway  
Dallas, TX 75207

Collateral Agent:

Wilmington Trust Company  
1100 North Market Street  
Wilmington, DE 19890

Agent:

Credit Suisse, New York Branch  
Eleven Madison Avenue  
New York, NY 10010

A description of the equipment covered by the Amendment One to Memorandum of Amended and Restated Security Agreement consists of all of 597 rail cars numbered CMEX 110551 - CMEX 110606, inclusive, CMEX 900001 - CMEX 900006, inclusive, TILX 032755 - TILX 032804, inclusive, TILX 160334 TILX 160397, not inclusive.

Honorable Anne K. Quinlan

October 1, 2008

Page 2

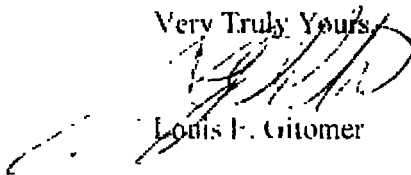
TILX 160399 - TILX 160413, inclusive, TILX 160415 - TILX 160430, inclusive, TILX 200296 - TILX 200470, not inclusive, TILX 251023 - TILX 251062, inclusive, TILX 261532 - TILX 261556, inclusive, TILX 261692 - TILX 261706, inclusive, TILX 280610 - TILX 280764, not inclusive, TILX 303031 - TILX 303035, inclusive, TILX 400737 - TILX 400761, inclusive, and TILX 636633 - TILX 636722, inclusive.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis F. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Amendment One to Memorandum of Amended and Restated Security Agreement among Trinity Rail Leasing Trust II, 2525 Stemmons Freeway, Dallas, TX 75207, Wilmington Trust Company, 1100 North Market Street, Wilmington, DE 19890, and Credit Suisse, New York Branch, Eleven Madison Avenue, New York, NY 10010, covering 597 rail cars numbered CMEX 110551 - CMEX 110606, inclusive, CMEX 900001 - CMEX 900006, inclusive, TILX 032755 - TILX 032804, inclusive, TILX 160334 TILX 160397, not inclusive, TILX 160399 - TILX 160413, inclusive, TILX 160415 - TILX 160430, inclusive, TILX 200296 - TILX 200470, not inclusive, TILX 251023 - TILX 251062, inclusive, TILX 261532 - TILX 261556, inclusive, TILX 261692 - TILX 261706, inclusive, TILX 280610 - TILX 280764, not inclusive, TILX 303031 - TILX 303035, inclusive, TILX 400737 - TILX 400761, inclusive, and TILX 636633 - TILX 636722, inclusive.

Very Truly Yours,

  
Louis F. Gitomer

Enclosures

OCT 01 '08

3-19 PM

SURFACE TRANSPORTATION BOARD

EXECUTION COPY

**AMENDMENT ONE TO  
MEMORANDUM OF AMENDED AND RESTATED SECURITY AGREEMENT**

This Amendment One, executed as of this 29th day of September, 2008 (this "Amendment"), amends the Memorandum of Amended and Restated Security Agreement executed as of August 7, 2007, by and among TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Borrower"), WILMINGTON TRUST COMPANY, as Collateral Agent for the Protected Parties (as defined in the Security Agreement, as defined below) (the "Collateral Agent"), and CREDIT SUISSE, NEW YORK BRANCH (formerly Credit Suisse First Boston, New York Branch), as Agent (the "Agent"), as filed with the Surface Transportation Board under Recordation No. 26201-C (the "Existing Memorandum").

The purpose of this Amendment is to provide for and confirm, for the avoidance of doubt, that the railroad equipment and leases described in the Memorandums of Security Agreement listed on Schedule I to the Existing Memorandum, do not include railroad equipment and leases that have been the subject of any release, partial release or instrument with similar effect entered into at or prior to the date of the Existing Memorandum, whether executed by the Agent alone, the Collateral Agent alone, or the Agent and Collateral Agent together (any, a "Release") and including, without limitation, the "Release Re: Trinity Rail Leasing Trust II Sale of Railcars and related Leases to Trinity Rail Leasing V L.P." dated May 24, 2006 and filed with the Surface Transportation Board under Recordation No. 26359-C.

Except to the extent amended by this Amendment, the Existing Memorandum remains in full force and effect without alteration. In addition to being recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a), this Amendment may also be filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature pages to follow]

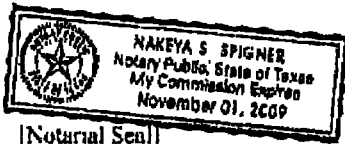
IN WITNESS WHEREOF, the undersigned have caused this Amendment to be executed by a duly authorized officer as of the day and year first above written.

TRINITY RAIL LEASING TRUST II

By: Thomas C. Jardine  
Name: Thomas C. Jardine  
Title: Vice President

STATE OF TEXAS           §  
                                  §   SS:  
COUNTY OF DALLAS       §

On this 24th day of September, 2008, before me personally appeared Thomas Tardine, to me personally known, who being by me duly sworn, says that he is Vice President of Trinity Rail Leasing Trust II, and that the foregoing Amendment was signed on behalf of said statutory trust. Further, he acknowledged that the execution of the foregoing Amendment was the free act and deed of said statutory trust.



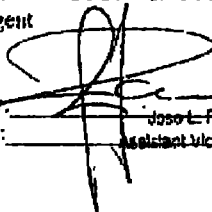
[Notarial Seal]

Nakeya S. Spigner  
Notary Public

My commission expires.

November 1, 2009

WILMINGTON TRUST COMPANY, as Collateral  
Agent

By:  \_\_\_\_\_ Jose L. Paredes  
Its: \_\_\_\_\_ Assistant Vice President

ACKNOWLEDGMENT

STATE OF Delaware )  
COUNTY OF New Castle )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared José Paredes, who upon oath, acknowledged himself to be a ANP of WILMINGTON TRUST COMPANY, and that s/he as such officer being authorized to do so, executed the foregoing Amendment for the purposes therein contained by signing the name of the entity by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 29<sup>th</sup> day of September 2008.

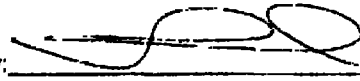
Notary Public

MY COMMISSION EXPIRES:

STATE OF Delaware )  
COUNTY OF New Castle )

Dianne M. Bruton  
DIANNE M. BRUTON  
Notary Public - State of Delaware  
My Comm. Expires Nov. 27, 2011

CREDIT SUISSE, NEW YORK BRANCH, as  
Agent

By:   
Its: \_\_\_\_\_

MARK LENGEL  
DIRECTOR

By:   
Its: \_\_\_\_\_

ALEX SMITH  
VICE PRESIDENT

ACKNOWLEDGMENT

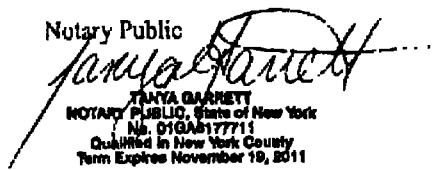
STATE OF NEW YORK )  
COUNTY OF NEW YORK )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared , Alex Smith who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Amendment for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 29th day of September, 2008.

MY COMMISSION EXPIRES:

Notary Public

  
TANYA GARRETT  
NOTARY PUBLIC, State of New York  
No. 01608177711  
Qualified in New York County  
Term Expires November 18, 2011

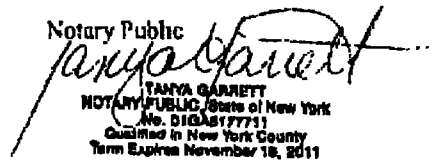
STATE OF NEW YORK )  
COUNTY OF NEW YORK )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Lengel, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Amendment for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 29<sup>th</sup> day of September, 2008.

MY COMMISSION EXPIRES:

Notary Public

  
TANYA GARRETT  
NOTARY PUBLIC, State of New York  
No. 01608177711  
Qualified in New York County  
Term Expires November 18, 2011